

COPY

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PAUL, HASTINGS, JANOFSKY & WALKER LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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LEONARD S. JANOFSKY
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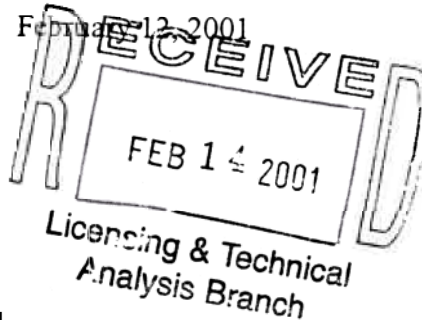
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OUR FILE NO

33731.00002

VIA MESSENGER

Wireless Telecommunications Bureau
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: FCC Ownership Disclosure Information
Salmon PCS LLC

Dear Sir or Madame:

On behalf of Salmon PCS LLC, we are transmitting herewith, in duplicate, FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602) for Salmon PCS LLC. This information is being submitted in compliance with Section 1.2112(a) of the Commission's Rules and in conjunction with the filing of an FCC Form 601 application for new licenses for which Salmon PCS LLC was the high bidder in Personal Communication Service C & F Block Auction No. 35, submitted to the Commission electronically via the Commission's Universal Licensing System ("ULS") on February 12, 2001. As we have been advised by FCC staff that the Form 602 is not yet currently available for filing via the ULS, we are submitting this form manually.

Enclosed is a copy of this filing for the Commission's files, together with an additional copy marked "File Copy". Please stamp the enclosed copy of this filing marked "File Copy" to indicate receipt of this filing by the Commission and return the stamped copy to our messenger.

Federal Communications Commission

February 12, 2001

Page-2- -- --

Should there be any questions in connection with this filing, kindly refer them to the undersigned.


Very truly yours,

A handwritten signature in cursive script, appearing to read "Christine M. Crowe".

Christine M. Crowe

for PAUL, HASTINGS, JANOFSKY & WALKER LLP

Applicant/Licensee Information

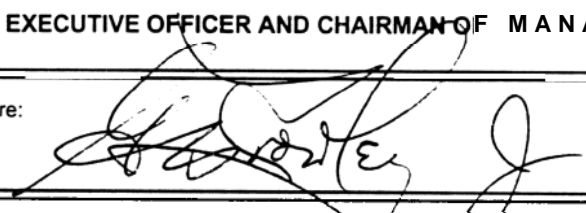
1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): SALMON PCS LLC		3) Applicant TIN: 	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
NONE			


Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: GEORGE	MI: D.	Last Name: CROWLEY	J R	suffix: .
Title: CHIEF EXECUTIVE OFFICER AND CHAIRMAN OF MANAGEMENT COMMITTEE				
Signature: 				Date: 2/12/01
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid				
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 19, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).				

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holder's First Name (if Individual): GEORGE	MI: D.	Last Name: CROWLEY	Suffix: JR.
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN 	
4) Disclosable Interest Holder's Address: TWO WISCONSIN CIRCLE, SUITE 850 CHEW CHASE, MD 20815			
5) Type of Interest in Applicant (I, K) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 15%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)


II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	11c) TIN:	II d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): BELLSOUTH CORPORATION		Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: ATTENTION: CHARLES FEATHERSTUN 1155 PEACHTREE STREET, N.E., ATLANTA, GA 30309			
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 34%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder% an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)


IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	11c) TIN:	II d) Percent of Interest Held:
SEE BELLSOUTH CORPORATION'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

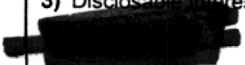
1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): SBC COMMUNICATIONS INC.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: ATTENTION: WAYNE WATTS 175 EAST HOUSTON, SAN ANTONIO, TX 78205				
5) Type of Interest in Applicant (I) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 85%		
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 -OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 1)				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See SBC COMMUNICATIONS INC.'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): CINGULAR WIRELESS LLC		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address:		ATTENTION: CAROL TACKER 5565 GLENRIDGE CONNECTOR, TWELFTH FLOOR, ATLANTA, GA 30342	
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 85%	
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

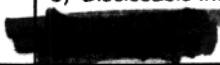
11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
SEE CINGULAR WIRELESS LLC'S FCC FORM 602 WHICH IS ON FILE WITH THE COMMISSION			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): CROWLEY DIGITAL WIRELESS LLC		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: ATTENTION: GEORGE D. CROWLEY, JR. TWO WISCONSIN CIRCLE, SUITE 850, CHEW CHASE, MD 20815			
5) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (M) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 15%
6) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 1)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

II a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	II b) Principal Business:	II c) TIN:	II d) Percent of Interest Held:
NONE			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
30600799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): CINDY	MI:	Last Name: GETNER	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: TWO WISCONSIN CIRCLE, SUITE 850 CHEW CHASE, MD 20815			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (I) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 0%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)			

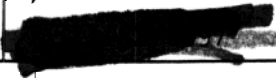
Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
NONE			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
see instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): JONATHAN	MI:	Last Name: REZNECK	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: TWO WISCONSIN CIRCLE, SUITE 850 CHEVY CHASE, MD 20815			
5) Type of Interest in Applicant (0) (refer to instructions for list)	6) Disclosable Interest Holder is a(n): (1) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 0%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
NONE			

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): CHARLES	MI:	Last Name: NALBONE	suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 5565 GLENRIDGE CONNECTOR, TWELFTH FLOOR ATLANTA, GA 30342			
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 0 %
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)		9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)			

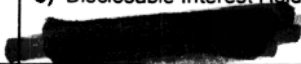
Related FCC Regulated Businesses of Disclosable Interest holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
NONE			

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): ANDREW		MI: R.	Last Name: SPENCE	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN 	
4) Disclosable Interest Holders Address: 5565 GLENRIDGE CONNECTOR. TWELFTH FLOOR ATLANTA, GA 30342				
5) Type of Interest in Applicant (0) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (1) (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant: 0%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0 — OTHER (VOTING)			9) Disclosable Interest Holder's Country of Citizenship: UNITED STATES	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): (SEE EXHIBIT 2)				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
NONE			

SALMON PCS LLC'S OWNERSHIP STRUCTURE

- - **Crowley** Digital Wireless LLC ("Crowley Digital") holds the sole controlling interest in Salmon and 15 percent of Salmon's LLC units. Cingular Wireless LLC ("Cingular") holds a non-controlling interest in Salmon and 85 percent of Salmon's LLC units. Pursuant to applicable rules and orders of the Federal Communications Commission, Crowley Digital possesses both *de jure* and *de facto* control over Salmon.

George D. Crowley, Jr. directly holds 91 percent of Crowley Digital's LLC units and holds both *de jure* and *de facto* control over Crowley Digital.

SBC Communications Inc. ("SBC"), through various wholly owned subsidiaries, indirectly holds approximately 60 percent of Cingular's LLC units. **BellSouth** Corporation ("**BellSouth**"), through various wholly owned subsidiaries, indirectly holds approximately 40 percent of Cingular's LLC units. Cingular Management Corp., which is owned and controlled equally by SBC and **BellSouth**, directly holds less than one percent of Cingular LLC's units.

SBC holds its indirect interests in Cingular and in Cingular Management Corp. through SBC Alloy Holdings, Inc. SBC Alloy Holdings, Inc. is jointly owned by nine wholly owned subsidiaries of SBC: New Southwestern Bell Mobile Systems, Inc. ("New SBMS"; 62.32 percent); Ameritech Corporation ("Ameritech"; 11.09 percent); AWACS, Inc. (9.19 percent); Southern New England Telecommunications Corporation ("SNET"; 6.31 percent); Associated Communications Corporation ("Associated"; 4.55 percent); New SBC Wireless, Inc. ("New **SBCW**"; 3.47 percent); Pacific Telesis Group ("PTG"; 2.73 percent); Radiofone Holdings, Inc. ("Radiofone"; 0.29 percent); and The **Woodbury** Telephone Company ("Woodbury"; 0.05 percent). SBC directly owns SNET, PTG, New SBCW, and Ameritech. SNET directly owns Woodbury. New SBCW owns 80 percent and PTG owns 20 percent of New SBMS. New SBCW also owns Associated and Radiofone in addition to Delaware Valley Cellular Corporation, which directly owns AWACS, Inc.

BellSouth holds its indirect interests in Cingular through five (5) wholly owned subsidiaries: **BellSouth** Cellular Corp.; **BellSouth** Mobile Data, Inc.; RAM Broadcasting Corporation; A13 Cellular Holding, LLC; and Wireless Telecommunications Investment Company LLC. **BellSouth** directly owns RAM Broadcasting Corporation and **BellSouth** Enterprises, Inc. **BellSouth** Enterprises, Inc. directly owns **BellSouth** Mobile Data, Inc. and **BellSouth** Mobile Systems, Inc. **BellSouth** Mobile Systems, Inc. directly owns **BellSouth** Cellular Corp. **BellSouth** Cellular Corp. directly owns BSCC of Houston, LLC; Los Angeles **RCCs**, LLC; and Westel-Los Angeles LLC. Los Angeles **RCCs**, LLC and Westel-Los Angeles LLC directly own 51 percent and 49 percent, respectively, of ACCC of Los Angeles, Inc. ACCC of Los Angeles, Inc. directly owns 79.74 percent of **AB** Cellular Holding, LLC. BSCC of Houston, LLC directly owns 19.94 percent of **AB** Cellular Holding, LLC, as well as 100 percent of BSCC of Houston Holdings, Inc., which

directly owns 0.32 percent of AB Cellular **Holding**, LLC. **AB** Cellular Holding, LLC wholly owns Wireless Telecommunications Investment Company LLC.

SBC Alloy Holdings, Inc. and **BellSouth** equally own and control Cingular Management Corp., which-in addition to the de **minimis** ownership interest in Cingular described above-controls Cingular. Therefore, although the economic interests in Cingular are divided approximately **60/40 between** SBC subsidiaries and **BellSouth subsidiaries, control of Cingular is equally shared.**

SALMON PCS LLC'S MANAGEMENT STRUCTURE

-- Salmon PCS LLC ("Salmon") is a two-member limited liability company (LLC). Crowley Digital Wireless, LLC ("Crowley Digital") holds the sole controlling interest in Salmon and 15 percent of Salmon's LLC units. Cingular Wireless LLC ("Cingular") holds a non-controlling interest in Salmon and 85 percent of Salmon's LLC units.

Salmon is managed by a Management Committee consisting of five members, three of whom are appointed by Crowley Digital and two by Cingular. Crowley Digital controls the Management Committee, and all operational decisions of the Management Committee, as well as virtually all other decisions, are made by a simple majority vote of the members of the committee.

George D. Crowley, Jr. is the Chief Executive **Officer** of Salmon, as well as the Chairman and a Member of Salmon's five-person Management Committee. The remaining members of Salmon's Management Committee are: Cindy Getner, Jonathan Rezneck, Charles Nalbone, and Andrew R. Spence. Pursuant to Salmon's Limited Liability Company Agreement, Crowley Digital appointed George D. Crowley, Cindy Getner, and Jonathan Rezneck to Salmon's Management Committee, and Cingular appointed Charles Nalbone and Andrew R. Spence to Salmon's Management Committee.

Following applicable rules and **orders** of the Federal Communications Commission, Crowley Digital, which is controlled by George D. Crowley, Jr., has *de jure* and *de facto* control over Salmon. Neither Cingular nor Charles Nalbone or Andrew R. Spence possesses *de jure* or *de facto* control over Salmon. Salmon has submitted Schedule As for Charles Nalbone and Andrew R. Spence out of an abundance of caution.